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21 July 2025

Keras Resources plc ('Keras' or the 'Company')

Launch of Open Offer and Rule 9 Waiver

Notice of General Meeting

Keras Resources plc (AIM: KRS) is pleased to announce that further to the announcement dated 26 June 2025, subsequent to the issue of convertible loan notes ("CLN's") totalling £750,000, each for £375,000, to Christopher Grosso and Joseph Carbone, the Company is launching an open offer to qualifying shareholders at a price of 1.4 pence per open offer share, pro rata to their holdings of existing shares on the record date on the basis of:

542 offer shares for every 1,000 existing shares held by Qualifying Shareholders at the Record Date (the "Open Offer").

The funds raised under the Open Offer will be used to repay the part of the CLNs which is not converted.

The Open Offer provides an opportunity for all Qualifying Shareholders to participate in the fundraising by both subscribing for their respective Basic Entitlements and by subscribing for Excess Shares under the Excess Application Facility, with applications being scaled back at the Company's absolute discretion.

The above summary should be read in conjunction with the full text of this announcement and the Circular. Capitalised terms used but not otherwise defined in this announcement bear the meanings ascribed to them in the Circular.

Your attention is drawn to the risk factors set out in Part 5 of the Circular. Details of the action to be taken if you wish to subscribe for Open Offer Shares are provided in Part 3 of the Circular.

Rule 9 Waiver

As Keras cannot be certain that Shareholders will take up the Open Offer (either in full or in part) and the Company is unable to make the Open Offer to any US based Shareholders due to restrictions under US securities law, on 25 June 2025 two of the Company's US-based significant Shareholders (Christopher ("Chris") Grosso, through the Diane H. Grosso Credit Shelter Trust, an associate of Mr. Grosso, and Joseph Carbone) subscribed for CLNs to the value of £750,000 as an interim funding solution pending the completion of the Open Offer process. The Company has agreed with the Panel that Chris Grosso and Joseph Carbone are acting in concert in relation to the Company.

As the conversion of the CLNs, may result in the Concert Party (in aggregate), or the individual members of the Concert Party, holding over 30 per cent. of the voting rights of the Company, but less than 50 per cent., or over 50 per cent. of the voting rights, (depending on the level of subscription under the Open Offer) the exercise of the CLNs would normally trigger an obligation for an offer to be made under Rule 9 of the Takeover Code. However, the Panel has agreed to waive this obligation such that there will be no requirement for an offer to be made in respect of the exercise of the CLNs, subject to approval (on a poll) of the Independent Shareholders of the Rule 9 Waiver Resolution. The Rule 9 Waiver will be sought in respect of the Concert Party increasing its holding from, in aggregate, 28.89 per cent. of the Company's issued Ordinary Share capital to up to a maximum of 53.85 per cent. (in aggregate).

The Company has therefore called a General Meeting in order, *inter alia*, to put to the Independent Shareholders the Rule 9 Waiver Resolution. If the Rule 9 Waiver Resolution is not approved, the CLNs will not be capable of conversion in full.

Posting of Circular

The Company has today posted a Circular to Shareholders, which will be shortly be available from the Company's website at www.kerasplc.com (extracts of which are set out below), containing detailed information about the Open Offer, including the terms and conditions and details on how to accept the Open Offer (the "Circular") and an accompanying Application Form (where applicable). The Circular will explain the background to the issue of the CLNs and the launch of the Open Offer, to provide Independent Shareholders with details of the Rule 9 Waiver Resolution and to provide Independent Shareholders with the recommendation of the Directors in relation to the Open Offer and Rule 9 Waiver Resolution.

A notice convening the General Meeting which is to be held at 11.15 a.m. on 14 August 2025 at Coveham House, Downside Bridge Road, Cobham, Surrey, KT11 3EP, is set out at the end of the Circular.

Further details of the Open Offer are set out in the extract from the Letter from the Chairman of the Company below, together with the expected timetable.

Russell Lamming, Executive Chairman of Keras, commented *"The Company has evolved significantly over the past few years; with the acquisition of, and now the payment for Falcon Isle Resources Corp and Falcon Isle Holdings LLC (together "Falcon Isle") and the development of this business. Falcon Isle is the 100% owner of the Diamond Creek phosphate mine, which is considered to be the highest-grade rock phosphate project in North America and the fully integrated processing facility in Delta, Utah. In addition to the development of the mine and associated processing infrastructure the operations are now being managed by a totally US based team lead by Falcon Isles MD Colton Hale. I believe the Company is now extremely well placed to take advantage of its position as the only 100% independent organic rock phosphate producer in North America.*

The Open Offer is the final funding solution for this growth phase and has been designed, and priced at a discount to the 7 day VWAP of 1.4571p to accommodate all shareholders while being underwritten by the Company's two significant shareholders, Chris Grosso and Joseph Carbone.

I look forward to updating shareholders on future developments in the US and also progress at the Nayéga mine, in Northern Togo where we expect manganese sales to start imminently."

The information contained within this announcement is deemed by the Company to constitute inside information as stipulated under Article 7 of the Market Abuse Regulation (EU) No. 596/2014 (as amended) as it forms part of the domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (as amended). Upon the publication of this announcement via the Regulatory Information Service, this inside information is now considered to be in the public domain.

****ENDS****

For further information please visit www.kerasplc.com, follow us on Twitter @kerasplc or contact the following:

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Joint Broker Damon Heath / Erik Woolgar	Shard Capital Partners LLP	+44 (0) 207 186 9900

Notes:

Keras Resources (AIM: KRS) wholly owns the Diamond Creek organic phosphate mine in Utah, US. Diamond Creek is one of the highest-grade organic phosphate deposits in the US and is a fully integrated mine to market operation with in-house mining and processing facilities. The operation produces a variety of organic phosphate products that can be tailored to customer organic fertiliser requirements.

The Company is focused on continuing to increase market share in the fast-growing US organic fertiliser market and build Diamond Creek into the premier organic phosphate producer in the US.

CONVERTIBLE LOAN NOTE AND OPEN OFFER STATISTICS

Number of Existing Shares in issue at the date of the Circular	99,015,911
Offer Price	1.4 pence per share
Maximum number of New Shares being issued pursuant to the CLN, which assumes that no shares are subscribed under the Open Offer	53,571,428
Maximum resultant holding of the Concert Party assuming that no shares are subscribed under the Open Offer and the CLNs are converted in full	82,174,778 (53.85%)
Maximum number of New Shares being issued pursuant to the Open Offer	38,163,608
Minimum resultant holding of the Concert Party assuming maximum number of shares are subscribed under the Open Offer and the balance of the CLNs not repaid by the proceeds of the Open Offer (£215,709) are converted into 15,407,820 Ordinary Shares	44,011,170 (28.84%)
Enlarged Share Capital immediately following completion of the Open Offer and the exercise of the CLN	152,587,339
ISIN of the Existing Shares	GB00BMY2T534
ISIN of the Open Offer Entitlements	GB00BR0ZDF91
ISIN of the Excess CREST Open Offer Entitlements	GB00BR0ZDG09

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	Date
Date of the Circular	21 July 2025
Record Date for entitlements under the Open Offer	6.00 pm 18 July 2025
Existing Shares marked 'ex-entitlement' by the London Stock Exchange	8.00 am 21 July 2025
Announcement of the Open Offer and publication of the Circular, Form of Proxy and the Application Form	7.00 am 21 July 2025
Open Offer Entitlements enabled in CREST and credited to stock accounts of Qualifying CREST Shareholders in CREST	22 July 2025
Recommended latest time for requesting withdrawal of Open Offer Entitlements from CREST	4.30 pm 7 August 2025
Latest time and date for depositing Open Offer Entitlements into CREST	3.00 pm 8 August 2025
Latest time and date for splitting of Application Forms (to satisfy bona fide market claims only)	3.00 pm 11 August 2025
Latest time and date for receipt of Forms of Proxy for the General Meeting	11.15 a.m. 12 August 2025
Latest time and date for receipt of completed Application Forms and payment in full under the Open Offer or settlement of relevant CREST instructions (as appropriate)	11.00 am 13 August 2025
General Meeting	11.15 am on 14 August 2025
Results of General Meeting and Open Offer expected to be announced through a Regulatory Information Service	14 August 2025
Admission and commencement of dealings in the New Shares on AIM expected to commence	21 August 2025
Expected date for CREST accounts to be credited with New Shares in uncertificated form	21 August 2025
Expected date for dispatch of definitive share certificates in respect of New Shares to be issued in certificated form	4 September 2025

INTRODUCTION

On 26 June 2025, Keras announced a capital raise of £750,000 (before expenses) to provide the Company with additional resources and to meet its payment obligations, comprising: (i) the issue of convertible loan notes ("CLN") and (ii) a

proposed Open Offer to Qualifying Shareholders.

The Directors and certain Shareholders consider that the current share price does not fairly reflect the underlying value of the Company and have elected to pursue an Open Offer as they are very reluctant, especially in current market conditions, to dilute Shareholders with a private placing of new equity.

As Keras cannot be certain that Shareholders will take up the Open Offer (either in full or in part) and the Company is unable to make the Open Offer to any US based Shareholders due to restrictions under US securities law, on 25 June 2025 two of the Company's US-based significant Shareholders (Christopher ("Chris") Grosso, through the Diane H. Grosso Credit Shelter Trust, an associate of Mr. Grosso, and Joseph Carbone) subscribed for CLNs to the value of £750,000 as an interim funding solution pending the completion of the Open Offer process. The Company has agreed with the Panel that Chris Grosso and Joseph Carbone are acting in concert in relation to the Company. Further details of the members of the Concert Party and the nature of the relationship between them are set out in section 7 of Part 1 of the Circular.

The CLNs will be convertible in whole or in part into Ordinary Shares at 1.4p per share, but any conversion is subject to the approval (on a poll) of the Independent Shareholders of the Rule 9 Waiver Resolution and will be repayable in part from the proceeds of the proposed Open Offer. The CLNs will initially be interest free, but, should Independent Shareholders fail to pass the Rule 9 Waiver Resolution, preventing the conversion of the CLNs, interest on the debt will be payable at 20% per annum and security may be required by the holders of the CLNs. Under these circumstances, the CLNs will be repayable after 30 days' notice to be given by either party at any time after 30 June 2026.

2024 marked the start of the Company's transition into a wholly owned, fully focused North American business, targeting the robust organic fertilizer market. Through the completion of the PhoSul Utah LLC joint venture, the acquisition of the facility in Delta, Utah and the transfer of all the processing infrastructure to the new site, Keras made transformational steps in the diversification of the product range, increasing the ability to produce into the North American organic fertilizer market with a direct application granular product. In addition, the announcement dated 6 June 2025, outlined the intention of Carrieres Mines Travaux Publics SA ("CMTP"), Nageya's mining and logistics contractor, to commence mining activities by the end of June 2025, therefore the cashflow due under the Cooperations Agreement will underpin the progress and associated cashflows from the US operations.

Despite the positive progress made in recent years, the Company remains alert to Company specific and industry wide risk factors that present an element of uncertainty that could impact Keras' plans. In this context, the investment by certain significant shareholders came at a most welcome time to provide liquidity to settle the final tranche of 800,000 payable to the Helda Living Trust in respect of the acquisition of minority interests in Falcon Isle Resources Corp. and for working capital.

Two CLNs have been issued, each for £375,000, to Chris Grosso and Joseph CarboneAs the conversion of the CLNs, may result in the Concert Party (in aggregate), or the individual members of the Concert Party, holding over 30 per cent. of the voting rights of the Company, but less than 50 per cent., or over 50 per cent., depending upon the level of subscription of Qualifying Shareholders pursuant to the Open Offer, the exercise of the CLNs would normally trigger an obligation for an offer to be made under Rule 9 of the Takeover Code. However, the Panel has agreed to waive this obligation such that there will be no requirement for an offer to be made in respect of the exercise of the CLNs, subject to approval (on a poll) of the Independent Shareholders of the Rule 9 Waiver Resolution. The Rule 9 Waiver will be sought in respect of the Concert Party increasing its holding from, in aggregate, 28.89 per cent. of the Company's issued Ordinary Share capital to up to a maximum of 53.85 per cent. (in aggregate).

The ability to convert the CLNs will be conditional,*inter alia*, on the approval of the Rule 9 Waiver Resolution by the Independent Shareholders. Your attention is drawn to page 9 of Part 1 of the Circular which contains further information on the Takeover Code and the proposed Rule 9 Waiver Resolution.

The Company has called the General Meeting in order,*inter alia*, to put to the Independent Shareholders the Rule 9 Waiver Resolution. If the Rule 9 Waiver Resolution is not approved, the CLNs will not be capable of conversion in full.

It is expected that Admission will become effective and dealings in the New Shares will commence on or around 21 August 2025. The New Shares will, when issued and fully paid, rank *pari passu* in all respects with the Existing Shares, including the right to receive all dividends and other distributions declared, made or paid after the date of Admission.

USE OF FUNDS

The proceeds of the CLN have been received prior to the launch of the Open Offer and have been used primarily to pay the final tranche of 800,000 payable to the Helda Living Trust in respect of the acquisition of minority interests in Falcon Isle Resources Corp., which is now a wholly owned subsidiary of the Company, and for working capital.

Chris Grosso and Joseph Carbone subscribed for the CLNs to ensure that the Company had sufficient cash to make the

Chris Grosso and Joseph Carbone subscribed for the CLNs to ensure that the Company had sufficient cash to make the payment to Helda Living Trust which fell due on 1 July 2025. The number of New Shares under the Open Offer has been calculated on the basis that part of the CLN will be converted, in the event of full subscription under the Open Offer, to materially maintain the percentage interest of the Concert Party in the Enlarged Share Capital, notwithstanding the variation in percentage interests between Mr Grosso and Mr Carbone, which reflect the fact that they are subscribing equally for the CLNs. Those percentages, assuming full subscription of the Open Offer, will be 18.91% (currently 21.36%) for Mr Grosso and 9.93% (currently 7.52%) for Mr Carbone.

In the event that the Open Offer is not fully subscribed, and subject to Independent Shareholder approval for the Rule 9 Waiver, the amount of each CLN being converted will be increased to compensate for the shortfall. In the event that no subscriptions are received under the Open Offer, the CLNs will be converted in full, and, as such, the resultant shareholding of Mr Grosso and Mr Carbone would increase to 31.42% and 22.44% respectively. If the total interest of the Concert Party were to exceed 50%, the Concert Party would be permitted to increase its percentage further without the requirement to make an offer under Rule 9 of the Takeover Code. However, the Takeover Code also applies to Mr Grosso and Mr Carbone individually, so that each of Mr Grosso and Mr Carbone could only increase his percentage up to 29.9%, without incurring any obligation to make an offer under Rule 9.

In accordance with the circumstances set out above. The funds raised under the Open Offer will be used to repay the part of the CLNs which is not converted.

Should Independent Shareholders fail to approve the Rule 9 Waiver Resolution, thereby preventing conversion of the CLNs, interest on the debt will be payable at 20% per annum and security may be required by the holders of the CLNs. Under those circumstances, the CLNs will be repayable after 30 days' notice to be given by either party at any time after 30 June 2026.

It should be stressed that neither Mr Grosso nor Mr Carbone nor any other person is receiving a fee or commission in respect of the CLNs or otherwise in connection with the transaction.

THE TAKEOVER CODE AND RULE 9 WAIVER

As indicated above, the terms of the CLNs give rise to certain considerations under the Takeover Code. Brief details of the Takeover Panel, the Takeover Code and the protection they afford are given below.

The purpose of the Takeover Code is to supervise and regulate takeovers and other matters to which it applies. The Takeover Code is issued and administered by the Takeover Panel. The Company is a company to which the Takeover Code applies and as such its Shareholders are therefore entitled to the protections afforded by the Takeover Code.

The Takeover Panel has confirmed that they deem Mr Grosso and Mr Carbone to be acting in concert in relation to their shareholdings in Keras.

Under Rule 9 of the Takeover Code, where any person or persons acting in concert acquire, whether by a single transaction or a series of transactions over a period of time, an interest (as defined in the Takeover Code) in shares which (taken together with shares in which persons acting in concert with him are interested) carry 30 per cent. or more of the voting rights of a company which is subject to the Takeover Code, that person is normally required by the Takeover Panel to make a general offer, in cash (or with a cash alternative), to all remaining shareholders to acquire their shares. Rule 9 of the Takeover Code further provides that, inter alia, where any person who, together with persons acting in concert with him, is interested in shares which in aggregate carry not less than 30 per cent. of such voting rights and such person, or any such person acting in concert with him, acquires an interest in additional shares which increase his percentage of shares carrying voting rights, such person is normally required by the Takeover Panel to make a general offer to the remaining shareholders to acquire their shares.

Following completion of the Open Offer, and assuming that no new shares are subscribed for by Existing Shareholders, Mr Grosso and Mr Carbone could be interested in a maximum number of 82,174,778 Ordinary Shares, representing 53.85 per cent. of the Enlarged Share Capital. Should the Open Offer be fully subscribed, then Mr Grosso's and Mr Carbone's interest will be 44,011,170 Ordinary Shares representing 28.84 per cent. and therefore no obligation to make an offer under Rule 9 would arise.

An offer under Rule 9 must be made in cash (or with a cash alternative) and at the highest price paid by the person required to make the offer or any person acting in concert with him for any interest in shares of the company during the 12 months prior to the announcement of the offer.

The Panel has been consulted and has agreed to waive the requirement for Mr Grosso and Mr Carbone to make a general offer under Rule 9 of the Takeover Code in cash for Ordinary Shares in the Company which might otherwise arise as a result of the issue of further New Shares to Mr Grosso and Mr Carbone pursuant to the CLNs, subject to the Rule 9 Waiver Resolution (as set out in the notice convening the General Meeting) being based on a poll of the Independent Shareholders.

To be passed, the Rule 9 Waiver Resolution will require a simple majority of the votes cast by the Independent Shareholders. Mr Grosso and Mr Carbone have undertaken not to vote on the Rule 9 Waiver Resolution.

Following completion of the Open Offer, and subject to conversion of the CLNs, Mr Grosso and Mr Carbone may be interested in, in aggregate, shares carrying more than 30 per cent. of the Company's voting share capital as shown above.

Following Admission, Rule 9 of the Takeover Code will continue to apply to Mr Grosso and Mr Carbone. Depending on their resultant shareholding, both individually and as a Concert Party, following completion of the Proposals, they may be required to make a general offer to all Shareholders if Mr Grosso and Mr Carbone or persons acting in concert with them acquire any Ordinary Shares in addition to those which are the subject of the Rule 9 Waiver Resolution, unless a further waiver is obtained (or in certain other limited circumstances).

Assuming that no Qualifying Shareholders subscribe for New Shares under the Open Offer, and the Rule 9 Waiver Resolution is passed, and therefore the CLNs are converted in full, the members of the Concert Party will, in aggregate, hold shares carrying more than 50 per cent. of the voting rights of the Company and (for so long as they continue to be acting in concert) may accordingly increase their aggregate interests in shares without incurring any obligation to make an offer under Rule 9, although individual members of the Concert Party will not be able to increase their percentage interests in shares through or between a Rule 9 threshold without Panel consent.

Shareholders should note that the waiver of Rule 9 of the Takeover Code which the Takeover Panel has agreed to give (conditional on the Rule 9 Waiver Resolution being passed by the Shareholders) is only in respect of the acquisition of New Shares by Mr Grosso and Mr Carbone as a result of the conversion of the CLNs and not in respect of any other future acquisition of Ordinary Shares by Mr Grosso and Mr Carbone or persons acting in concert with them.

In the event that the Rule 9 Waiver Resolution is passed by Independent Shareholders at the General Meeting, subsequently Mr Grosso and Mr Carbone will not be restricted from making an offer for the Company but will not be required to make an offer.

DETAILS OF THE OPEN OFFER

The Directors have given consideration as to the best way to structure the proposed equity fundraising, taking into account current market conditions, the composition of the Shareholder register and the Board's desire to give Shareholders the opportunity to avoid dilution where practicable.

The Directors have concluded that the Proposals are the most suitable option available to the Company and its Shareholders as a whole. The Open Offer will provide an opportunity for all Qualifying Shareholders to participate in the fundraising by acquiring Offer Shares pro rata to their current holdings of Existing Shares with the option to apply to subscribe for more Open Offer Shares pursuant to the Excess Application Facility, subject to clawback.

Subject to the fulfilment of the conditions set out below and in Part 3 of the Circular, Qualifying Shareholders are being given the opportunity to subscribe for Open Offer Shares at a price of 1.4 pence per Open Offer Share, pro rata to their holdings of Existing Shares on the Record Date on the basis of:

542 Offer Shares for every 1000 Existing Shares (excluding the Concert Party)

The Offer Price of 1.4p per Offer Share represents a discount of approximately 5.09 per cent. to the Volume Weighted Average Price ("VWAP") of an Existing Share in the seven days prior to the last business day before the announcement of the Open Offer.

Qualifying Shareholders are also being given the opportunity, provided that they take up their Open Offer Entitlement in full, to apply for Excess Shares through the Excess Application Facility.

The issue of the Offer Shares will raise gross proceeds of approximately £534,291 for the Company, assuming full subscription.

Fractions of Offer Shares will not be allotted to Qualifying Shareholders in the Open Offer and entitlements under the Open Offer will be rounded down to the nearest whole number of Offer Shares. The fractional entitlements will be aggregated and made available to Qualifying Shareholders under the Excess Application Facility. Qualifying Shareholders with holdings of Existing Shares in both certificated and uncertificated form will be treated as having separate holdings for the purpose of calculating the Open Offer Entitlements.

Excess entitlements

The Excess Application Facility enables Qualifying Shareholders to apply for Excess Shares in excess of their Open Offer Entitlement.

Valid applications by Qualifying Shareholders will be satisfied in full up to their Open Offer Entitlements. Qualifying Shareholders can apply for less or more than their Open Offer Entitlements, but the Company cannot guarantee that any application for Excess Shares under the Excess Application Facility will be satisfied as this will depend in part on the extent to which other Qualifying Shareholders apply for less than or more than their own Open Offer Entitlements. The Company may satisfy valid applications for Excess Shares in whole or in part but reserves the right at its sole discretion not to satisfy, or to scale back, applications made in excess of Open Offer Entitlements.

Qualifying Shareholders should note that the Open Offer is not a rights issue and therefore the Offer Shares which are not applied for by Qualifying Shareholders will not be sold in the market for the benefit of the Qualifying Shareholders who do not apply under the Open Offer. The Application Form is not a document of title and cannot be traded or otherwise transferred.

Application has been made for the Open Offer Entitlements and Excess CREST Open Offer Entitlements for Qualifying CREST Shareholders to be admitted to CREST. It is expected that such Open Offer Entitlements and the Excess CREST Open Offer Entitlements will be admitted to CREST as soon as reasonably practicable after 8.00 a.m. on 22 July 2025. Applications through the CREST system may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a bona fide market claim.

Qualifying non-CREST Shareholders will have received an Application Form with this Circular which sets out their entitlement to Offer Shares as shown by the number of Open Offer Entitlements allocated to them. The Offer Shares applied for must be paid in full on application. The latest time and date for receipt of completed Application Forms or CREST applications and payment in respect of the Open Offer is 11.00 a.m. on 13 August 2025.

Further details of the Open Offer and the terms and conditions on which it is being made, including the procedure for application and payment, are contained in Part 3 of the Circular and on the accompanying Application Form.

Other information relating to the Proposals

The Open Offer is conditional upon: (i) the passing without amendment of Resolutions 1 and 3 at the General Meeting; and (ii) admission of the New Shares to trading on AIM becoming effective on or before 8.00 a.m. on 21 August 2025 (or such later and/or time as the Company and SP Angel may decide, being no later than 5.00 p.m. on 5 September 2025).

Accordingly, if these conditions are not satisfied or waived, the Open Offer will not proceed.

The Open Offer will result in the issue of, in total, 38,163,608 New Shares assuming full take up under the Open Offer. Together with New Shares to be issued on conversion of the CLNs this represents, in aggregate, approximately 35.11 per cent. of the Enlarged Share Capital.

The New Shares, when issued and fully paid, will rank *pari passu* in all respects with the Existing Shares and therefore rank equally for all dividends or other distributions declared, made or paid after the date of issue of the New Shares. No temporary documents of title will be issued. Qualifying Shareholders who do not take up any of their entitlements in respect of the Open Offer will experience a dilution of approximately 35.11 per cent. to their interests in the Company because of the Proposals.

Application will be made to the London Stock Exchange for the Offer Shares to be admitted to trading on AIM. It is expected that Admission will become effective on 21 August 2025 and that dealings for normal settlement in the New Shares will commence at 8.00 a.m. on 21 August 2025.

ACTION TO BE TAKEN

In respect of the General Meeting

Shareholders can register their vote(s) for the General Meeting either:

- by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions;
- by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying the notice of General Meeting;
- in the case of CREST members, by utilising the CREST electronic proxy appointment service as soon as possible and, in any event, not later than 11.15 a.m. on 12 August 2025, being 48 hours (excluding non-business days) before the time of the General Meeting.

Whether or not you intend to be present at the General Meeting, you are requested to register your vote in advance as set out above. The completion and return of the Form of Proxy will not preclude you from attending the General Meeting and

but above the completion and return of the Form of Proxy, will not preclude you from attending the General Meeting and voting in person should you subsequently wish to do so.

Shareholders are reminded that, if their Ordinary Shares are held in the name of a nominee, only that nominee or its duly appointed proxy can be counted in the quorum at the General Meeting.

In respect of the Open Offer

Qualifying non-CREST Shareholders

If you are a Qualifying non-CREST Shareholder you will have received an Application Form which gives details of your maximum entitlement under the Open Offer (as shown by the number of Open Offer Entitlements allocated to you). If you wish to apply for Offer Shares under the Open Offer (whether in respect of your Open Offer Entitlement or both your Open Offer Entitlement and any Excess Open Offer Entitlements), you should complete the Application Form in accordance with the procedure for application set out in the Circular and on the Application Form itself.

Qualifying CREST Shareholders

If you are a Qualifying CREST Shareholder and do not hold any Ordinary Shares in certificated form, no Application Form accompanies the Circular and you will receive a credit to your appropriate stock account in CREST in respect of the Open Offer Entitlements representing your maximum entitlement under the Open Offer except (subject to certain exceptions) if you are an Overseas Shareholder who has a registered address in, or is a resident in or a citizen of an Excluded Territory. Applications by Qualifying CREST Shareholders for Excess Open Offer Entitlements in excess of their Open Offer Entitlements should be made in accordance with the procedures set out in Part 3 of the Circular, unless you are an Overseas Shareholder in which event, applications should be made in accordance with the procedures set out in Part 3 of the Circular.

The latest time for applications under the Open Offer to be received is 11.00 a.m. on 13 August 2025. The procedure for application and payment depends on whether, at the time at which application and payment is made, you have an Application Form in respect of your entitlement under the Open Offer or have Open Offer Entitlements credited to your stock account in CREST in respect of such entitlement.

The procedures for application and payment are set out in Part 3 of the Circular

Qualifying CREST Shareholders who are CREST sponsored members should refer to their CREST sponsors regarding the action to be taken in connection with the Circular and the Open Offer.

OVERSEAS SHAREHOLDERS

Information for Overseas Shareholders who have registered addresses outside the United Kingdom or who are citizens or residents of countries other than the United Kingdom appears in paragraph 6 of Part 3 of the Circular, which sets out the restrictions applicable to such persons. If you are an Overseas Shareholder, it is important that you read that part of the Circular.

ADMISSION, SETTLEMENT AND CREST

Application will be made to the London Stock Exchange for the New Shares to be admitted to trading on AIM. It is expected that Admission will become effective at 8.00 a.m. on 21 August 2025.

The Articles permit the Company to issue shares in uncertificated form. CREST is a computerised paperless share transfer and settlement system which allows shares and other securities to be held in electronic rather than paper form. The Existing Shares are already admitted to CREST and therefore the Offer Shares will also be eligible for settlement in CREST. CREST is a voluntary system and Shareholders who wish to retain certificates will be able to do so upon request. It is expected that Offer Shares due to uncertificated holders will be delivered in CREST on 21 August 2025.

RECOMMENDATION

In the absence of alternative funding arrangements being made available and based on the cash flow of the Company, without the issue of the CLNs, the Company's cash resources would have been insufficient to meet the payment of the final tranche of 800,000 payable to the Helda Living Trust in respect of the acquisition of minority interests in Falcon Isle Resources Corp., which could have had an impact on the ability of the Company to continue trading. Hence, the Board believes the issue of CLN's to Mr Grosso and Mr Carbone to be a positive step in positioning the Company to take advantage of the opportunities presented by Falcon Isle.

The Takeover Code requires the Board to obtain competent independent advice regarding the merits of the Rule 9 Waiver which is the subject of the Rule 9 Waiver Resolution. The Directors, having been so advised by SP Angel, as the Company's Nominated Adviser, consider the Proposals to be fair and reasonable and in the best interests of the Company and its Shareholders as a whole and therefore recommend Shareholders to vote in favour of the Resolutions. In giving its advice, SP Angel has taken account of the commercial assessments of the Directors.

Failure to approve the Rule 9 Waiver Resolution would result in the CLNs, or a substantial proportion of them, bearing interest at the punitive rate of 20% per annum, requiring to be repaid at some time after 1 August 2026 and potentially

requiring the Group to provide security.

Accordingly, the Directors unanimously recommend that you vote in favour of the Resolutions set out in the notice of General Meeting as the Directors intend to do in respect of their own (and connected persons') beneficial shareholdings totalling 9,077,885 Ordinary Shares, representing approximately 9.17 per cent. of the Company's issued voting share capital as at the date of the Circular. Whether or not you are able to attend the General Meeting in person, please read the notice of General Meeting set out at the end of the Circular and the enclosed Form of Proxy, including the notes thereto carefully, to ensure you are able to record your votes in respect of the Resolutions to be proposed at the General Meeting.

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